

[PROPOSED] ORDER

Good cause appearing, the Court HEREBY ORDERS THE FOLLOWING:

1. The Court, for purposes of this order (the "Order"), adopts all defined terms as set forth in the Stipulation;

2. The Court approves the settlement as set forth in the Stipulation as fair, reasonable and adequate to the Settlement Class within the meaning of Rule 23(e) of the Federal Rules of Civil Procedure;

3. The Court hereby approves and orders that the total amount of \$765,000.00 is the amount of reasonable attorneys' fees that should be paid to Class Counsel for the work completed and to be completed and orders reimbursement of costs in the amount of \$18,000.00, and hereby authorizes payment of said amounts in accordance with the Stipulation. The Court further orders that the attorneys' fee award set forth in this paragraph shall be administered pursuant to the terms of the Stipulation;

4. The Court hereby approves and orders incentive payments to plaintiffs Zachary Hile and Shogher Andonian in the amount of \$1,000 each as compensation for their work and efforts on behalf of the Class;

5. The Court dismisses the Complaints on the merits and with prejudice and, except as approved by the Court and provided herein, without costs or attorneys' fees to either of the Settling Parties;

6. The Court adjudges that the Settling Plaintiffs have released any and all claims against the Settling Defendant as set forth in Paragraph 1.17 of the Stipulation;

7. The Court permanently enjoins all Settling Plaintiffs from filing, prosecuting or otherwise pursuing any and all Settled Claims against the Settling Defendant;

8. The Court permanently enjoins Settlement Class Plaintiffs and members of the Settlement Class who made a purchase at a Ritz Camera Centers Location during the Relevant Time Period using a credit card or debit card and who received a receipt containing more than the last five digits of the credit card or debit card number and/or the expiration date of the credit or debit card who reside in jurisdictions in which the Published Notice was published, in which

1 the In-Store Notice was displayed, or in which the On-Line Notice was accessible, and who did
2 not either Opt-Out or raise any proper written objection to the proposed settlement terms on or
3 before the Opt-Out Expiration Date either in person, directly or through legal counsel, or in
4 writing from filing, prosecuting or otherwise pursuing any appeal of the Final Judgment, to the
5 extent permitted by law;

6 9. Because there is no just reason for delay, the Court directs that the clerk of the
7 Court enter the Final Judgment forthwith as a final judgment pursuant to Rules 54(b) and 58 of
8 the Federal Rules of Civil Procedure; and

9 10. Without affecting the finality of the Final Judgment, the Court reserves continuing
10 jurisdiction over the Settling Parties for the purposes of: (a) implementation of the settlement set
11 forth in this Stipulation; and (b) enforcing and administering the settlement and any Court orders
12 relating to the settlement.

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14 **IT IS SO ORDERED.**

15 DATE: _____, 2008

16 **Honorable Saundra B. Armstrong**
17 Judge of the United States District Court,
18 Northern District
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